

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

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OLIN CORPORATION,	:	
Plaintiff,	:	Civil Action
v.	:	No. 93-11166
FISONS PLC, NOR-AM CHEMICAL COMPANY,	:	DECLARATION OF
AMERICAN BILTRITE, INC., THE BILTRITE	:	ARTHUR STUART
CORPORATION, AND JOHN DOES,	:	<u>WOODHAMS</u>
Defendants.	:	

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Arthur Stuart Woodhams, being duly sworn, deposes and
says:

1. From 1964 to 1981, I served on the Board of
Fisons Ltd. From 1964 to 1967, I served as Chairman and Man-
aging Director of Whiffen & Sons ("Whiffen"), later named
Fisons ^{Industrial} ~~International~~ Chemicals, a wholly owned subsidiary of
Fisons Ltd. I served on the Board of Directors of National
Polychemicals, Inc. ("NPI") during the period 1964 to 1966. I
make this affidavit upon personal knowledge as a result of my
service on these companies respective boards of directors.

2. Fisons Ltd. at all times maintained a normal
parent-subsiidiary relationship with NPI. Fisons Ltd. at no



time exercised control over the day-to-day operation of NPI's facility at 51 Eames Street, Wilmington, Massachusetts ("the Facility").

3. All decisions regarding the day-to-day operations of the Facility were made by the managerial staff of NPI, led by Edward Osberg, NPI's President. At no time was any individual an officer of both NPI and Fisons Ltd.

4. NPI had its own Board of Directors which met regularly and set overall policy and made strategic decisions for NPI. Decisions of the NPI Board were made independently of Fisons Ltd.

5. NPI negotiated its own contracts, developed its own customers and budgets, created its own marketing and sales programs, hired and fired its own employees, and maintained its own financial records and accounts.

6. NPI engaged in its own waste management and disposal practices. The plant manager oversaw waste disposal at the Facility. Fisons Ltd. exercised no control over and had absolutely nothing to do with management and disposal of wastes generated by or handled at the Facility.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 26th day of July, 1993.

A. S. Woodhams